THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Form (2)

Permit No. 937 / 2015 Date: 27th April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter U YE MIN AUNG

(b) Citizenship MYANMAR

(c) Address NO. 17, MYA KHWAR NYO 1st STREET, 7 WEST WARD, THARKETA TOWNSHIP, YANGON

(d) Name and address of Principal Organization MYANMAR AGRIBUSINESS PUBLIC CORPORATION (MAPCO) LIMITED. NO. 100, CORNER OF WARDEN AND KANNAR STREET, WARDEN PORT AREA, SEIK KAN (PORT) TOWNSHIP, YANGON

(e) Place of incorporation MYANMAR

(f) Type of Investment Business PRODUCTION AND MARKETING OF RICE AND RICE PRODUCTS

(g) Place(s) at which Investment is permitted PLOT NO. 1/4, 122-C KAN PATT YOE KWIN, PHAYAR NGOTETO(MA) VILLAGE TRACT, TWANTE TOWNSHIP, SOUTH YANGON DISTRICT, YANGON REGION

(h) Amount of Foreign Capital US$ 29.40 MILLION

(i) Period for Foreign Capital brought in WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 60.00 MILLION (INCLUDING US$ 29.40 MILLION)

(k) Construction period 2 YEARS

(l) Validity of investment permit 30 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar MYANMAR JAPAN RICE INDUSTRY COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၄၃၇ / ၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီလ ၂၉ ရက်

ပြည်ထောင်စု သမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃ ပုဒ်မခွဲ(ခ)အရ ဤခွင့်ပြုမိန့်ကိုမြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်ကထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် ဦးရဲမင်းအောင်

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ အမှတ်(၁၇)၊ မြခွာညို(၀)လမ်း၊ အနောက်(၇)ရပ်ကွက်၊ သာကေတမြို့နယ်၊ ရန်ကုန်မြို့

(ဃ) ဝင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ MYANMAR AGRIBUSINESS PUBLIC CORPORATION (MAPCO) LIMITED
အမှတ်(၁၀၀)၊ ဝါးတန်းလမ်းနှင့် ကမ်းနားလမ်း၊ ကွန်ကရစ်အမြန်လမ်းမကြီးဒေါင့်၊ ဝါးတန်းဆိပ်ကမ်း၊ ဆိပ်ကမ်းနယ်မြေ၊ လမ်းမတော်မြို့နယ်၊ ရန်ကုန်မြို့

(င) ဖွဲ့စည်းရာအရပ် မြန်မာ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ဆန်နှင့် ဆန်ထွက်ပစ္စည်းများ ထုတ်လုပ်ရောင်းချခြင်း လုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ဦးပိုင်အမှတ် (၁/၄)၊ ကန်ပတ်ရိုးကွင်း၊ ကွင်းအမှတ်(၁၂၂-င)၊ ဘုရားငုတ္တို(မ) ကျေးရွာအုပ်စု၊ တွံတေးမြို့နယ်၊ ရန်ကုန်တောင်ပိုင်းခရိုင်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၉.၄၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ ၂ နှစ် အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၆၀.၀၀ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၂၉.၄၀ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၃၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် MYANMAR JAPAN RICE INDUSTRY COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Republic of the Union of Myanmar Investment Commission
Sr.No...........
Date...........

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), THITISAR ROAD, YANKIN TOWNSHIP, YANGON

Our ref: DICA-2/FI-114/2015(294) Tel: 95-01-658127
Date : 27th April 2015 Fax: 95-01-658136

Subject : **Decision of the Myanmar Investment Commission on the Proposal for " Production and Marketing of Rice and Rice Products" under the name of "Myanmar Japan Rice Industry Company Limited"**

Reference: Myanmar Japan Rice Industry Company Limited Letter dated (23-12-2014)

1. The Myanmar Investment Commission, at its meeting (5/2015) held on (20-3-2015) had approved the proposal for investment in "Production and Marketing of Rice and Rice Products" under the name of "Myanmar Japan Rice Industry Company Limited" submitted as a Joint Venture between Myanmar Agribusiness Public Corporation (MAPCO) Limited (51%) from the Republic of the Union of Myanmar and Mitsui & Company Limited (49%) from Japan.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30 (thirty) years and extendable for 10(ten) years in 2(two)times. The land lease term is initial 30 (thirty) years commencing from the date of signing of the Sublease Agreement for land between Myanmar Agribusiness Public Corporation (MAPCO) Limited and Myanmar Japan Rice Industry Company Limited and extendable for 10(ten) years in 2(two)times.

4. The annual rent for the land shall be US$ 50,000.00 (United States Dollar fifty thousand only) of the land measuring 111248.18 square meters (27.49 acres).

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a), (h) and (k) of the

Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Myanmar Japan Rice Industry Company Limited shall have to sign the Sublease Agreement for land with Myanmar Agribusiness Public Corporation (MAPCO) Limited. Myanmar Agribusiness Public Corporation (MAPCO) Limited shall have to sign the Joint Venture Agreement and Shareholders' Agreement with Mitsui & Company Limited. After signing such Agreements, each of (5)copies shall have to be forwarded to the Commission.

7. Myanmar Japan Rice Industry Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5)copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Myanmar Japan Rice Industry Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. Myanmar Japan Rice Industry Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the investor cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. Myanmar Japan Rice Industry Company Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and Myanmar Japan Rice Industry Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

16. Whenever Myanmar Japan Rice Industry Company Limited brings in foreign capital defined under Chapter I, section 2 (i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Myanmar Japan Rice Industry Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Myanmar Japan Rice Industry Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Myanmar Japan Rice Industry Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. After getting permit from Myanmar Investment Commission, Myanmar Japan Rice Industry Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

21. Myanmar Japan Rice Industry Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments and also to appoint fire safety officer.

22. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall only be made from export earning and local sales of Myanmar Japan Rice Industry Company Limited.

23. Myanmar Japan Rice Industry Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Myanmar Japan Rice Industry Company Limited

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Agriculture and Irrigation
5. Ministry of Transport
6. Ministry of Environmental Conservation and Forestry
7. Ministry of Electric Power
8. Ministry of Immigration and Population
9. Ministry of Industry
10. Ministry of Commerce
11. Ministry of Finance

12. Ministry of National Planning and Economic Development
13. Ministry of Labour, Employment and Social Security
14. Central Bank of Myanmar
15. Office of the Yangon Region Government
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17. Director General, Department of Agriculture
18. Director General, Department of Water Resources & Improvement of River System
19. Director General, Department of Environmental Conservation
20. Managing Director, Myanma Electric Power Enterprise
21. Director General, Immigration and National Registration Department
22. Director General, Directorate of Industrial Supervision and Inspection
23. Director General, Directorate of Trade
24. Director General, Customs Department
25. Director General, Internal Revenue Department
26. Director General, Directorate of Investment and Company Administration
27. Director General, Directorate of Labour
28. Managing Director, Myanma Foreign Trade Bank
29. Managing Director, Myanma Investment and Commercial Bank
30. Managing Director, Myanma Insurance
31. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)

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19. Myanmar Japan Rice Industry Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. After getting permit from Myanmar Investment Commission, Myanmar Japan Rice Industry Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

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23. Myanmar Japan Rice Industry Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Myanmar Japan Rice Industry Company Limited

cc:
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2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Agriculture and Irrigation
5. Ministry of Transport
6. Ministry of Environmental Conservation and Forestry
7. Ministry of Electric Power
8. Ministry of Immigration and Population
9. Ministry of Industry
10. Ministry of Commerce
11. Ministry of Finance

12. Ministry of National Planning and Economic Development
13. Ministry of Labour, Employment and Social Security
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19. Director General, Department of Environmental Conservation
20. Managing Director, Myanma Electric Power Enterprise
21. Director General, Immigration and National Registration Department
22. Director General, Directorate of Industrial Supervision and Inspection
23. Director General, Directorate of Trade
24. Director General, Customs Department
25. Director General, Internal Revenue Department
26. Director General, Directorate of Investment and Company Administration
27. Director General, Directorate of Labour
28. Managing Director, Myanma Foreign Trade Bank
29. Managing Director, Myanma Investment and Commercial Bank
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31. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)